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UBER TECHNOLOGIES, INC.  
17 and OTTOMOTTO LLC

18 UNITED STATES DISTRICT COURT  
19 NORTHERN DISTRICT OF CALIFORNIA  
20 SAN FRANCISCO DIVISION

21 WAYMO LLC,  
22 Plaintiff,  
23 v.  
24 UBER TECHNOLOGIES, INC.,  
25 OTTOMOTTO LLC; OTTO TRUCKING LLC,  
26 Defendants.

Case No. 3:17-cv-00939-WHA

**DECLARATION OF  
HALLEY JOSEPHS IN SUPPORT OF  
DEFENDANTS' ADMINISTRATIVE  
MOTION TO FILE UNDER SEAL  
PORTIONS OF THEIR MOTION TO  
EXCLUDE TESTIMONY AND  
OPINIONS OF WAYMO'S DAMAGES  
EXPERT MICHAEL WAGNER**

I, Halley Josephs, declare as follows:

1. I am an attorney at the law firm of Susman Godfrey LLP. I make this declaration based upon matters within my own personal knowledge and if called as a witness, I could and would competently testify to the matters set forth herein. I make this declaration in support of Defendants' Administrative Motion to File Under Seal Portions of Their Motion to Exclude Testimony and Opinions of Waymo's Damages Expert Michael Wagner.

2. I have reviewed the following documents and confirmed that only the portions identified below merit sealing:

| Document                                                                                     | Portions to Be Filed Under Seal | Designating Party                      |
|----------------------------------------------------------------------------------------------|---------------------------------|----------------------------------------|
| Motion to Exclude Testimony and Opinions of Waymo's Damages Expert Michael Wagner ("Motion") | Highlighted Portions            | Defendants (Blue)<br>Plaintiff (Green) |
| Exhibit 1 to the Declaration of Matthew R. Berry                                             | Entirety                        | Plaintiff                              |
| Exhibit 2 to the Declaration of Matthew R. Berry                                             | Entirety                        | Defendants                             |
| Exhibit 3 to the Declaration of Matthew R. Berry                                             | Entirety                        | Plaintiff                              |
| Exhibit 4 to the Declaration of Matthew R. Berry                                             | Highlighted Portions            | Defendants (Blue)                      |
| Exhibit 5 to the Declaration of Matthew R. Berry                                             | Entirety                        | Defendants                             |
| Exhibit 6 to the Declaration of Matthew R. Berry                                             | Highlighted Portion             | Defendants (Blue)                      |
| Exhibit 7 to the Declaration of Matthew R. Berry                                             | Highlighted Portions            | Defendants (Blue)                      |
| Exhibit 8 to the Declaration of Matthew R. Berry                                             | Entirety                        | Defendants                             |
| Exhibit 9 to the Declaration of Matthew R. Berry                                             | Entirety                        | Plaintiff                              |

| Document                                          | Portions to Be Filed Under Seal | Designating Party |
|---------------------------------------------------|---------------------------------|-------------------|
| Exhibit 10 to the Declaration of Matthew R. Berry | Highlighted Portions            | Plaintiff (Green) |
| Exhibit 11 to the Declaration of Matthew R. Berry | Entirety                        | Defendants        |
| Exhibit 12 to the Declaration of Matthew R. Berry | Highlighted Portions            | Defendants (Blue) |
| Exhibit 13 to the Declaration of Matthew R. Berry | Highlighted Portions            | Defendants (Blue) |
| Exhibit 14 to the Declaration of Matthew R. Berry | Entirety                        | Defendants        |
| Exhibit 15 to the Declaration of Matthew R. Berry | Highlighted Portions            | Defendants (Blue) |
| Exhibit 19 to the Declaration of Matthew R. Berry | Entirety                        | Plaintiff         |
| Exhibit 21 to the Declaration of Matthew R. Berry | Entirety                        | Plaintiff         |
| Exhibit 22 to the Declaration of Matthew R. Berry | Entirety                        | Defendants        |
| Exhibit 23 to the Declaration of Matthew R. Berry | Entirety                        | Defendants        |
| Exhibit 24 to the Declaration of Matthew R. Berry | Entirety                        | Defendants        |

3. The blue-highlighted portions of the Motion, the entirety of Exhibits 2, 5, 8, 11, 14, 22, 23, and 24 to the Berry Declaration, and the blue-highlighted portions of Exhibits 4, 6, 7, 12, 13, and 15 to the Berry Declaration contain highly confidential information regarding Uber's business forecasts and projections, organization run rates, market comparables, development strategies and performance on milestones, and responses to interrogatories regarding time and cost estimates for redesign of accused features. This highly confidential information is not publicly known, and its confidentiality is strictly maintained. Disclosure of this information could allow competitors to obtain a competitive advantage over Uber by giving them details into

1 Uber's business and development strategies, such that they could tailor their own strategies and  
 2 Uber's competitive standing could be significantly harmed.

3 4. The green-highlighted portions of the Motion, the entirety of Exhibits 1, 3, 9, 19,  
 4 and 21 to the Berry Declaration, and the green-highlighted portions of Exhibit 10 to the Berry  
 5 Declaration contain information that has been designated "Highly Confidential – Attorneys' Eyes  
 6 Only" or "Confidential" by Waymo in accordance with the Patent Local Rule 2-2 Interim Model  
 7 Protective Order ("Protective Order"), which the parties have agreed governs this case (Transcript  
 8 of 3/16/2017 Hearing, page 6). Defendants file this material under seal in accordance with  
 9 Paragraph 14.4 of the Protective Order.

10 5. Defendants' request to seal is narrowly tailored to the portions of the Motion and  
 11 its supporting papers that merit sealing.

12 I declare under penalty of perjury that the foregoing is true and correct. Executed this 16<sup>th</sup>  
 13 day of September, 2017 at New York, New York.

14  
 15 /s/ Halley Josephs

Halley Josephs

16  
 17 **ATTESTATION OF E-FILED SIGNATURE**

18 I, Arturo J. González, am the ECF User whose ID and password are being used to file this  
 19 Declaration. In compliance with General Order 45, X.B., I hereby attest that Halley Josephs has  
 20 concurred in this filing.

21 Dated: September 16, 2017

22 /s/ Arturo J. González

ARTURO J. GONZÁLEZ